

**Exhibit B**

**Proposed Order**

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

This filing relates to the  
Commonwealth and HTA.

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ORDER GRANTING THE THREE HUNDRED FIFTY-FIFTH OMNIBUS OBJECTION  
(SUBSTANTIVE) OF THE COMMONWEALTH OF PUERTO RICO AND THE PUERTO  
RICO HIGHWAYS AND TRANSPORTATION AUTHORITY TO PARTIAL DUPLICATE,  
DEFICIENT, NO LIABILITY, AND INCORRECT DEBTOR BOND CLAIMS

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Upon the *Three Hundred Fifty-Fifth Omnibus Objection (Substantive) of the  
Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority to  
Partial Duplicate, Deficient, No Liability, and Incorrect Debtor Bond Claims* (Docket Entry No.  
17096) (the “Three Hundred Fifty-Fifth Omnibus Objection”), filed by the Commonwealth of  
Puerto Rico (“Commonwealth”) and the Puerto Rico Highways and Transportation Authority

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<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (“Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

(“HTA,” and together with the Commonwealth, the “Debtors”), dated June 18, 2021, for entry of an order partially disallowing and partially reclassifying certain claims filed against the Debtors, as more fully set forth in the Three Hundred Fifty-Fifth Omnibus Objection and supporting exhibits thereto; and the Court having jurisdiction to consider the Three Hundred Fifty-Fifth Omnibus Objection and to grant the relief requested therein pursuant to PROMESA section 306(a); and venue being proper pursuant to PROMESA section 307(a); and due and proper notice of the Three Hundred Fifty-Fifth Omnibus Objection having been provided to those parties identified therein, and no other or further notice being required; and upon the *Notice of Presentment of Proposed Order Granting the Three Hundred Fifty-Fifth Omnibus Objection (Substantive) of the Commonwealth of Puerto Rico and the Puerto Rico Highways and Transportation Authority to Partial Duplicate, Deficient, No Liability, and Incorrect Debtor Bond Claims*, dated May 24, 2022 (Docket Entry No. \_\_\_\_\_, the “Notice”), for entry of an disallowing the Claim to Be Heard (as defined below) and the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment<sup>2</sup>, as more fully set forth in the Notice; and upon the record of the hearing held on the Three Hundred Fifty-Fifth Omnibus Objection on January 19-20, 2022, and the rulings made therein, sustaining the Three Hundred Fifty-Fifth Omnibus Objection as to Proof of Claim No. 6850 (the “Claim to Be Heard”) on the grounds that it is duplicative, in part, of Proof of Claim No. 38574 filed in the HTA Title III Case, and duplicative, in part, of Proof of Claim No. 6737 filed in the PREPA Title III Case; and the Court having determined that the relief sought in the Three Hundred Fifty-Fifth Omnibus Objection is in the best interests of the Debtors, their creditors, and all parties in interest; and the Court having determined that the legal and factual bases set forth in

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<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings given to them in the Notice.

the Three Hundred Fifty-Fifth Omnibus Objection establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Three Hundred Fifty-Fifth Omnibus Objection is GRANTED as set forth herein; and it is further

ORDERED that the Claim to be Heard is disallowed in its entirety as duplicative of Proofs of Claim Nos. 38574 and 6737; and it is further

ORDERED that the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment are hereby partially disallowed and partially reclassified as set forth below; and it is further

ORDERED that the portions of the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment identified in Exhibit A to the Three Hundred Fifty-Fifth Omnibus Objection are hereby partially disallowed; and it is further

ORDERED that Kroll Restructuring Associates, LLC (“Kroll”) is authorized and directed to designate the Claim to Be Heard as expunged on the official claims register in the Title III Cases; and it is further

ORDERED that Kroll is authorized and directed to designate the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment as partially expunged on the official claims register in the Title III Cases; and it is further

ORDERED that the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment identified in the column titled “Asserted” in Exhibit A to the Three Hundred Fifty-Fifth Omnibus Objection are hereby reclassified to be claims asserted against PREPA, as indicated in the column titled “Corrected” in Exhibit A; and it is further

ORDERED that the Debtors' right to object to the Claims to Be Partially Disallowed and Partially Reclassified via Notice of Presentment is reserved; and it is further

ORDERED that Kroll is authorized and directed, in the official claims register in the PROMESA cases, to move the claims identified in the column titled "Asserted" in Exhibit A to the Three Hundred Fifty-Fifth Omnibus Objection from the Title III case for the debtor(s) identified in the column titled "Asserted" in Exhibit A to the Three Hundred Fifty-Fifth Omnibus Objection to PREPA's Title III Case (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747)); and it is further

ORDERED that this Order resolves Docket Entry No. 17096 in Case No. 17-3283; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

SO ORDERED.

Dated: \_\_\_\_\_, 2022  
San Juan, Puerto Rico

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LAURA TAYLOR SWAIN  
United States District Judge